

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF TEXAS
ENTERED

MAY 09 2001

In re:	§	Chapter 11	
	§		
Equalnet Communications Corp.,	§	Case No. 00-37350-H4-11	Michael N. Milby, Clerk of Court
	§		
EqualNet Corporation,	§	Case No. 00-37351-H4-11	
	§		
USC Telecom, Inc.,	§	Case No. 00-37353-H4-11	
	§		
Debtors.	§	(Jointly Administered under Case No. 00-37350-H4-11)	

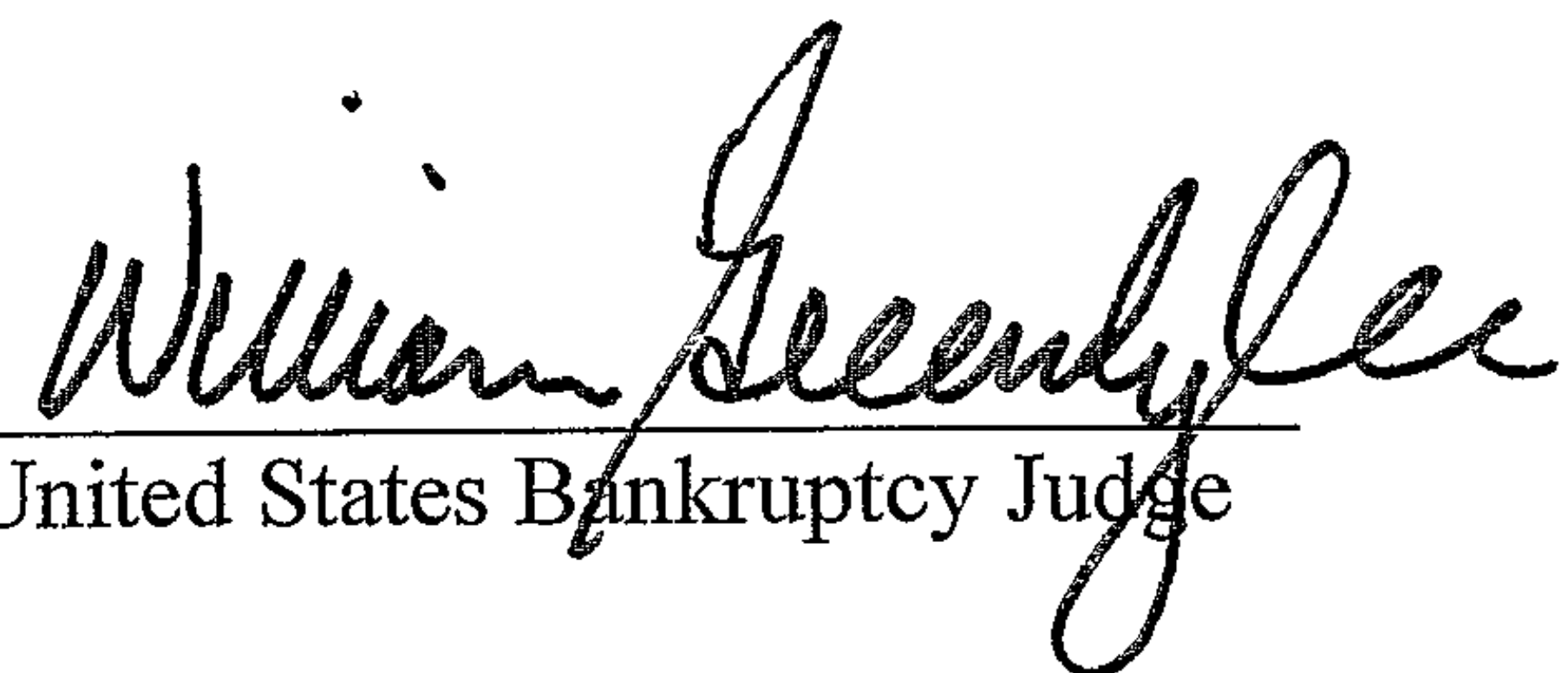
**ORDER AMENDING ORDER APPROVING EMPLOYMENT OF SPECIAL
PURPOSE COUNSEL TO MAKE RETENTION EFFECTIVE NUNC PRO TUNC**

Came on for consideration the Application to Amend Order Approving
Employment of Special Purpose Counsel to Make Retention Effective Nunc Pro Tunc
filed by EqualNet Corporation, Debtor in Possession herein, requesting entry of an Order
amending the Court's Order of January 23, 2001 authorizing the Debtor in Possession to
employ the law firm of Scott, Douglass & McConnico as special purpose counsel, to
change the effective date thereof to August 9, 2000, the date Debtor in Possession filed its
bankruptcy petition; and the Court being satisfied that the grant of the requested relief is
necessary to correct a potentially inequitable result; and finding that adequate notice of
the Application has been given; after consideration of the pleadings filed, evidence
presented, argument of counsel and the record before this Court, and after due
deliberation, it is

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ORDERED that this Court's Order of January 23, 2001 authorizing the Debtor in Possession to employ the law firm of Scott, Douglass & McConnico as special purpose counsel be, and the same hereby is, amended to change the effective date thereof to August 9, 2000.

DATED: 5/8, 2001.


United States Bankruptcy Judge